

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 332-1261

RECORDATION NO. 11496-A
FILED 1425

MAR 14 1980 - 2 15 AM
March 12, 1980

INTERSTATE COMMERCE COMMISSION

CHARLES H. CLAY
Executive Vice President

0-074A010

Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

MAR 14 1980
Date
Fee \$ 10.00

Dear Ms. Mergenovich:

ICC Washington, D. C.

There are transmitted to you herewith for recording under Section 11303 of the Interstate Commerce Act three executed counterparts of Supplemental Lease of Railroad Equipment supplementing the following Equipment Trust:

Soo Line Railroad Equipment Trust of 1980.

Pursuant to Section 1116.1 et seq. of the Rules and Regulations adopted by the Commission, as amended, the following information is shown:

Vendors' names are G. J. Johnston and A. Palmer whose address is care of Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, P.O. Box 2258, Baltimore, Maryland 21203.

Trustee-Owner-Lessor is Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, P.O. Box 2258, Baltimore, Maryland 21203.

Lessee is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, Minnesota 55440.

Guarantor of Equipment Trust Certificates is Soo Line Railroad Company, 800 Soo Line Building, Minneapolis, Minnesota 55440.

The last recordation number assigned by the Commission with respect to said Equipment Trust was Recordation No. 11496.

A general description of the equipment covered by the Supplemental Lease to said Equipment Trust is as follows

RECEIVED
MAR 14 9 11 AM '80
FEE OPERATION BR.
D.C.C.

(Original sent per 13 (Amended)
Deborah Bonfante

<u>No. of Units</u>	<u>Description of Equipment</u>	<u>Name of Builder</u>
12	52'6" 100-ton gondola cars. Soo Line road numbers 63989 to 64000, inclusive.	Thrall Car Manufacturing Company

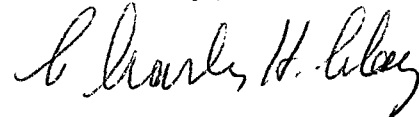
The identifying marks of the equipment listed above are the trade name "Soo Line" or "Soo", together with the numbers shown above.

There is also transmitted this Company's voucher in the amount of \$10.00 which is the recording fee required by Section 1115.3(d):

Supplemental Lease of Railroad Equipment. . . \$10.00

This letter of transmittal is signed by an executive officer of this Company having knowledge of the matters set forth therein and the original documents bearing recording data should be returned to him.

Yours truly,



CHC/sjp
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

3/14/80

OFFICE OF THE SECRETARY

Charles H. Clay
Executive Vice President
Soo Line Railroad Company
Box 530
Minneapolis, Minnesota 55440

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/14/80** at **9:15am**, and assigned re-recording number(s). **11496-A**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SOO LINE RAILROAD
EQUIPMENT TRUST OF 1980RECORDATION NO. 11496-A Filed 1425

MAR 14 1980 - 3 AM

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL TO LEASE OF RAILROAD EQUIPMENT, dated as of January 15, 1980, between MERCANTILE SAFE-DEPOSIT AND TRUST COMPANY, a corporation duly organized and existing under the laws of the State of Maryland (hereinafter called the "Trustee"), party of the first part, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Agreement and Lease, each dated as of January 15, 1980, there was constituted Soo Line Railroad Equipment Trust of 1980; and whereas pursuant to the provisions of said Agreement, certain railroad equipment was caused to be transferred by G. J. Johnston and A. Palmer, Vendors, to the Trustee, and by said Lease, said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, the said Agreement in Article I, Section 5 thereof makes provision for the acquisition by the Trustee of additional Trust Equipment in the event the aggregate final cost of the Trust Equipment acquired by the Trustee as described in the Lease should be less than Thirty Million Dollars (\$30,000,000), which additional equipment shall become a part of the Trust Equipment under said Agreement and Lease; and

WHEREAS, the final aggregate cost of the Trust Equip-

ment described in the Lease was Twenty-Nine Million Five Hundred Fifty-Nine Thousand Eight Hundred Thirty-Six and 25/100 Dollars (\$29,559,836.25); and

WHEREAS, additional equipment has been acquired by the Trustee, and the Company and Trustee now desire to execute a Supplemental Lease as in said Article I, Section 5 provided:

NOW THIS AGREEMENT WITNESSETH:

The above described Lease of Railroad Equipment, dated as of January 15, 1980, with the Agreement, dated as of January 15, 1980, thereto annexed, constituting Soo Line Railroad Equipment Trust of 1980 is hereby supplemented as indicated in the next succeeding sentence, but in all other respects said Lease Agreement shall continue in full force and effect.

The Trustee, acting pursuant to Article I, Section 5 of said Agreement, for and in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereof, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased and does hereby let and lease to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1980, to wit:

Twelve (12) 52'6" 100-ton gondola cars, bearing Soo

Line road numbers 63989 to 64000, inclusive.

This Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute

but one and the same instrument.

The Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

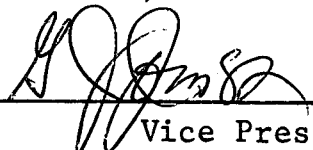
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the aforesaid Agreement and Lease, and the Company, have caused these presents to be duly executed, as of the 4th day of March, 1980.

ATTEST:

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Trustee,

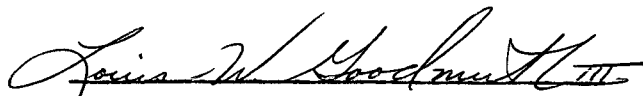



ASSISTANT VICE PRESIDENT ~~Secretary~~

By 

Vice President

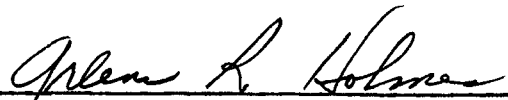
Signed, sealed and delivered by
Mercantile-Safe Deposit and Trust
Company in the presence of:

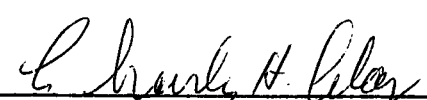
Attesting Witnesses

ATTEST:

SOO LINE RAILROAD COMPANY


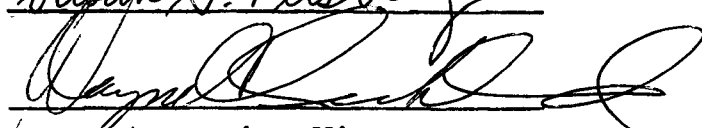


Secretary


By 

Charles H. Clay
Executive Vice President

Signed, sealed and delivered by
Soo Line Railroad Company in
the presence of:

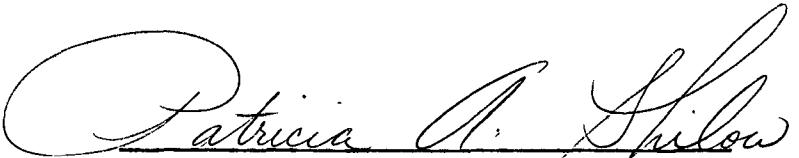



Attesting Witnesses

APPROVED:
FOR EXECUTION 
LAW 6745

STATE OF MARYLAND)
) ss
CITY OF BALTIMORE)


On this 4th day of March, 1980, before me personally appeared G. J. Johnston, to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires July 1, 1982

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 7th day of March, 1980, before me personally appeared Charles H. Clay, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

